BRYANT H THOMAS

Form 4

February 02, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRYANT H THOMAS**

2. Issuer Name and Ticker or Trading

Symbol

01/29/2010

TEMPUR PEDIC

5. Relationship of Reporting Person(s) to

Issuer

INTERNATIONAL INC [TPX]

(Check all applicable)

(Last) (First) (Middle)

(State)

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title

10% Owner Other (specify

C/O TEMPUR-PEDIC **INTERNATIONAL INC., 1713** JAGGIE FOX WAY

> (Street) 4. If Amendment, Date Original

> > (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

LEXINGTON, KY 40511

(City)

(City)	(State)	Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/29/2010		S	201	D	\$ 25.52 (1)	104,836	D	
Common Stock	01/29/2010		M	9,000	A	\$ 8.33	113,836	D	
Common Stock	01/29/2010		M	4,000	A	\$ 13.74	117,836	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 8. I De Sec (In

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 8.33	01/29/2010		M		9,000	(2)	07/08/2018	Common Stock	9,000	
Stock Option (right to buy)	\$ 13.74	01/29/2010		M		4,000	<u>(3)</u>	05/05/2019	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BRYANT H THOMAS C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511



Signatures

/s/ Bhaskar Rao,

Attorney-in-fact 02/02/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

Reporting Owners 2

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The reporting person's sale of Tempur-Pedic International Inc. common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, against the purchases on August 24, 2009 and September 8, 2009 (reported on a Form 4 filed on January 4, 2010). The reporting person has paid to Tempur-Pedic International Inc. the full amount of the disgorgable profit realized in connection with these transactions.

- These options vested and became exercisable in a series of three equal installments on the following dates: October 31, 2008, January 31, 2009 and April 30, 2009.
- (3) These options vest and become exercisable in four equal installments on the following dates: July 31, 2009, October 31, 2009, January 31, 2010 and April 30, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.